

CEREBRA INTEGRATED TECHNOLOGIES LIMITED

CIN: L85110KA1993PLC015091

Regd Office at # S-5, off 3rd Cross, I Stage, Peenya Industrial Area, Bangalore - 560 058

Telephone: 91 - 80 - 22046969 Email: investors@cerebracomputers.com

Web: www.cerebracomputers.com

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Cerebra Integrated Technologies Limited will be held at 10.30 AM on Friday, 28th April, 2017 at the Registered Office # S-5, off 3rd Cross, I Stage, Peenya Industrial Area, Bangalore - 560 058 to transact the following business:

SPECIAL BUSINESS

1. To Increase the Authorised Share Capital of the Company:

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and all the other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 110,20,00,000 (Rupees Hundred and Ten Crores Twenty Lakhs only) divided into 11,02,00,000 (Eleven Crores Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 126,00,00,000 (Rupees One Hundred and Twenty Six Crores only) divided into 12,60,00,000 (Twelve Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten only) each by additionally creating 1,58,00,000 (One Crores Fifty Eight Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each".

2. To alter the Memorandum of Association of the Company:

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13(1) of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered in the following manner:

- a) By deleting 'I', 'II', 'III', 'IV', 'V' and 'VI' and by replacing the same with '1st', '2nd', '3rd', '4th', '5th' and '6th' respectively to represent the various main clauses in the Memorandum of Association.
- b) 3rd (a) of the Objects Clause of the Memorandum of Association of the Company be titled as "The objects to be pursued by the Company on its incorporation"
- c) 3rd (b) of the Objects Clause of the Memorandum of Association of the Company be titled as "(b) Matters which are necessary for furtherance of the objects specified in clause 3(a)"
- d) By deleting the existing Clause V and by substituting the following new Clause 5th thereof as hereunder:

"5th The Authorised Share Capital of the Company is Rs. 126,00,00,000 (Rupees One Hundred and Twenty Six Crores only) divided into 12,60,00,000 (Twelve Crores and Sixty Lakhs) Equity Shares of Re. 10/- (Rupee Ten only) each".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above Resolution."

3. Further issue of Equity Shares on preferential basis:

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s)

thereof for time being in force) and in accordance with the enabling provisions of Memorandum and Articles of Association of the Company and in accordance of the rules, regulations and guidelines of the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (ICDR Regulations), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other Listing Regulations as may be applicable and subject to the approval(s), consent(s), permission(s) and sanction(s) of any authorities as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed if any of the appropriate authorities, institutions, as may be required and subject to such other conditions as may be prescribed by any of them while granting any such approval(s), consents(s), permission(s) and sanction(s), which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of Directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time upto 1,19,00,000 (One Crore Nineteen Lakhs) Equity Shares of the Company i.e., face value of Rs. 10/- (Rupees Ten only) each on preferential basis to Kuber Global Fund a company registered according to the laws of Mauritius on such terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting at a price of Rs. 40/- (Rupees Forty only) per Share including premium of Rs. 30/- (Rupees Thirty only) per Share or at a price not less than the price determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations), whichever is higher and that the Company shall issue shares through offer letter and / or such other documents / writings or such other manner and on such terms and conditions as may be determined by the Board at its absolute discretion or such other higher price as may be arrived at, in accordance with the SEBI (ICDR) Regulations (Issue price).

Sl. No.	Name of the Investor	No. of Shares
1.	Kuber Global Fund	11900000
	Total	11900000

RESOLVED FURTHER THAT in accordance with the provisions of SEBI (ICDR) Regulations, the 'Relevant Date' for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 29th March, 2017, being the date 30 days prior to the date of Extra Ordinary General Meeting i.e. 28th April, 2017.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the provisions of SEBI (ICDR) Regulations and the Equity Shares so offered, issued and allotted shall rank *paripassu* with the existing Equity Shares of the Company in all respects including payment of Dividend, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorize to do all such acts, deeds, matters and things as it may needs absolute discretion deem necessary, desirable and expedient for such purpose including without limitations to issue and allot Equity Shares and settle any question, difficulty or doubt that may arise from time to time in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred by this Resolution to any Director(s) or any Committee of Directors, as permitted under the law, to give effect to the aforesaid Resolution."

4. Issue of Warrants to Promoters on preferential basis:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, provisions of the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and Guidelines and other applicable provisions including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the relevant Guidelines for Preferential Issue as specified under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereof, any other Guidelines or Regulations of SEBI, Listing Regulations the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other Listing Regulations as may be applicable and subject to the consent/approval of any other authority / institution, consent of the members be and is hereby accorded to create, offer, issue and allot up to 53,00,000 (Fifty Three Lakhs) Warrants convertible into Equity Shares on a preferential basis to the following Promoters as set out herein below (hereinafter referred to as "Warrants") with each Warrant convertible into one Equity Share of the Company of nominal value of Rs.10/- (Rupees Ten only) each at a premium of Rs. 30/- (Rupees Thirty only) per share, so that the total number of Equity Shares to be issued by the Company upon conversion of the Warrants does not exceed 53,00,000 (Fifty Three Lakhs) Equity Shares, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include any duly authorized Committee thereof) at the time of issue or allotment:

Sl. No.	Names of the Promoters	No. of Warrants
1.	Mr. Phalanetra Vishwamurthy	2000000
2.	Mr. Venkatraman Ranganathan	700000
3.	Mr. Phalanetra Bharath	2000000
4.	Mr. Shridhar Shankar Hegde	600000
	Total	5300000

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Warrants in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 29th March, 2017, being 30 days prior to the date of passing of this Resolution.

RESOLVED FURTHER THAT the aforementioned issue of Warrants shall be subject to the following terms and conditions:

1. The Warrants shall be convertible (at the sole option of the Warrant holders) at any time but within a period of 18 months from the date of allotment of Warrants.
2. Each Warrant shall be convertible into one Equity Share of nominal value of Rs. 10/- (Rupees Ten only) each of the Company.
3. The Warrant holder(s) shall, on the date of allotment of Warrants, pay an amount equivalent to 25% of the total consideration per Warrant viz., Rs. 10/- (Rupees Ten only) per Warrant, each Warrant priced at Rs. 40/- (Rupees Forty only) inclusive of Premium of Rs. 30/- (Rupees Thirty only).
4. The Warrant holder(s) shall, before the date of conversion of the Warrants into Equity Shares, pay the balance 75% i.e., Rs. 30/- (Rupees Thirty only) per Warrant being the balance consideration towards the subscription to each Equity Shares.
5. If the SEBI floor price for the preferential issue determined as per SEBI (ICDR) Regulations exceeds the conversion price determined as on the date of this notice, the Board is authorized to revise the conversion price in accordance with the floor price computed as on the relevant date.
6. The amount referred to in (3) above shall be forfeited, if the option to convert in to the Shares is not exercised subject however, to the enabling powers being vested in the Board herein.
7. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 2013 and SEBI Guidelines, for corporate actions such as bonus issue, right issue, stock split, merger, de-merger, transfer of undertaking, sale of division or any such Capital or corporate restructuring.
8. The Equity Shares shall be under lock in for a period of three years and the lock in date commences from the date of conversion of Warrants into Equity Shares or on such other lock in commencement date as may be prescribed by SEBI.
9. In the event of any of the Warrant holders not subscribing to all or any of the Equity Shares relatable to the Warrants within the stipulated period viz., 18 months from the date of allotment of the Warrants, such warrants shall lapse.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue including powers to forfeit the application monies on account of the unexercised Warrants, in the best interests of the Company."

By Order of the Board

Place : Bangalore
Date : 31st March, 2017

Shridhar S Hegde
Whole Time Director
DIN : 01247342

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote instead of himself/herself and the proxy appointed need not be a member. The duly filled in proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.
2. Explanatory Statement as per Section 102 of the Companies Act, 2013 is attached hereto.
3. For convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by an Attendance Slip, which is forwarded as detachable part of Notice. Members are requested to affix their signature at the place provided in the Attendance Slip and hand it over at the entrance.
4. Members, who hold Shares in dematerialized form, are requested to bring in their Client ID and DP ID nos. for easier identification of attendance at the Meeting and those who hold Shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
5. Members holding Shares in physical form are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agent, Karvy Computershare Private Limited (Karvy). Members holding Shares in electronic form may intimate any such changes to their respective Depository Participants (DPs).
6. Members holding more than one Share Certificate in different folios are requested to kindly apply for consolidation of the folios and send the relative Share Certificates to the Company's Registrar and Share Transfer Agent.

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot number 31 & 32
Gachibowli Financial District, Nanakramguda, Serilingampally Mandal
Hyderabad - 500 032, India
Phone: 040 - 91 40-67161564 Fax 9140-23420814
Email: shobha.anand@karvy.com

7. Listing fee has been paid to the BSE Limited and National Stock Exchange of India Limited (NSE) up to date and the Company has already made delisting applications to Kolkata Stock Exchange and Ahmedabad Stock Exchange.
8. The Company's Shares are traded in electronic form with ISIN No. INE345B01019.
9. Members are kindly requested to bring copy of the Notice along with them to the Extra Ordinary General Meeting, since extra copies will not be supplied at the Meeting.
10. To support the 'Green Initiative', the Members who have not registered their e-mail address are requested to register the same with Karvy Computershare Private Limited / Depositories.

11. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all the Resolutions set forth in the Notice convening the Extra Ordinary General Meeting to be held on Friday, 28th April, 2017 at 10.30 A.M. at Registered Office, Bangalore - 560 058. The Company has engaged the services of Karvy Computershare Private Limited to provide the e-voting facility.

The instructions for E-voting are as under:

- i. To use the following URL for e-voting:
<https://evoting.karvy.com>
- ii. Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e., Cerebra Integrated Technologies Limited.
- vii. On the voting page, the number of Shares as held by the Shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolutions then enter all shares and click "FOR" / Against as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
- viii. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios/ demat account.
- ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution.
- x. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to parameshwar@vjkt.in or scrutinizer@cerebracomputers.com.
- xi. Once you have cast your vote on Resolutions you will not be allowed to modify it subsequently.
- xii. The Portal will remain open for voting from Monday the 24th April, 2017 (9:00 AM) and ends on Thursday the 27th April, 2017 (5:00 PM).
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact Mrs. Shobha Anand of Karvy Computershare Private Limited at 040-67162222 or at Tel No. 1800 345 4001 (toll free).
- xiv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- xv. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participants]:

- (i) User ID and initial password as provided overleaf.
 - (ii) Please follow all steps from Sl. No. (i) to (xi) as mentioned in above, to cast your vote.
- xvi. The results of e-voting will be announced by the Company in its website and also informed to the Stock Exchanges.

E-voting Details

EVENT	User ID	Password

Kindly note that once you have cast your vote you cannot modify or vote on poll at the Extra Ordinary General Meeting. However, you can attend the Meeting and participate in the discussions, if any.

- xvii. The voting period begins at 9:00 AM on Monday the 24th April, 2017 and ends at 5:00 PM on Thursday the 27th April 2017. During this period Shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date of 21st April, 2017, may cast their votes electronically. The e-voting module shall be disabled by Karvy for voting thereafter once the vote on Resolutions is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- xviii. The voting rights of the Shareholders shall be in proportion to their Shares of the Paid-up equity Share Capital of the Company as on the cut-off date of 21st April, 2017.
- xix. Mr. Parameshwar G. Bhat, Practising Company Secretary, Bangalore has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xx. The Scrutinizer shall within a period of not exceeding Forty Eight (48) hours from the conclusion of the voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to Managing Director or designated Director of the Company.
- xxi. The results of Extra Ordinary General Meeting shall be declared within Forty Eight hours (48) from the conclusion of the Extra Ordinary General Meeting. The e-voting along with the Scrutinizer's Report shall be placed on the Company's website (www.cerebracomputers.com) and on the website of Karvy. The results will also be communicated to the Stock Exchanges where the Shares of the Company are listed.
- xxii. Further, members may note the following:
 - a. Remote e-voting shall not be allowed beyond the said date and time.
 - b. The Company is providing facility to vote on a poll to the members present at the Meeting.
 - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - d. A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the General Meeting.
- xxiii. The Shares of the Company are compulsorily traded in electronic form. The Members are requested to forward all applications for transfer and all other Shares related correspondence, including intimation for change of address, if any, to the Registrars and Transfer Agent of the Company at the following address:
**Karvy Computershare Private Limited
 Karvy Selenium Tower B, Plot number 31 & 32
 Gachibowli Financial District, Nanakramguda, Serilingampally Mandal
 Hyderabad - 500 032, India
 Phone: 040 - 91 40-67161564 Fax 9140-23420814
 Email: shobha.anand@karvy.com**

xxiv. Pursuant to SEBI notification no. MED/DOP/ Circular/05/2009 dated May 20, 2009, it has become mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTA to enable/effect transfer of Shares in physical form.

By Order of the Board

Place : Bangalore
Date : 31st March, 2017

Shridhar S Hegde
Whole Time Director
DIN : 01247342

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Items No 1 and 2:

Increase in Authorised Share Capital and alteration of Memorandum of Association of the Company:

It may be pointed out that your Company has been constantly pursuing various opportunities and exploring the possibilities of developing its areas and would like to further expand and diversify its business interests by implementing new initiatives. The expansion, diversification and implementation of new initiatives require constant deployment of funds. The shareholders may be pleased to know that your Company's E-Waste Plant has been established near Bangalore.

In order to enable any issue of Equity Shares subject to careful reviews, it is proposed to increase the Authorised Share Capital of the Company the existing Rs. 1,10,20,00,000 (Rupees Hundred and Ten Crores Twenty Lakhs only) divided into 11,02,00,000 (Eleven Crores Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 126,00,00,000 (Rupees One Hundred and Twenty Six Crores only) divided into 12,60,00,000 (Twelve Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each by additionally creating 1,58,00,000 (One Crore Fifty Eight Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each".

This would require increase of the Authorised Share Capital and the consequential alterations in the Memorandum of Association of your Company.

It is also proposed alter the Memorandum of Association of the Company as per Table A under the Companies Act, 2013.

The Resolutions set out in the Notice are recommended for the approval of the Shareholders.

None of the Directors/Key Managerial Personnel is interested/concerned in the Resolutions except to the extent of their shareholding and any Shares/Warrants which may be allotted to them in the Company.

The Board of Directors recommends this Special Resolutions for your approval.

Item No 3:

Further issue of Equity Shares on Preferential Basis:

Your Company has undertaken aggressive measures to expand its activities.

Considering the growth potential, the need for additional working capital has been re-estimated by the Management. From time to time, fund needs are to be met without disrupting the day to day operations and the expansion programs.

Your Directors have therefore proposed to infuse more funds in to the Company from issue of Equity Shares on preferential issue basis to Kuber Global Fund who has the interest in funding the Company.

Further, the Valuation Report for the price determined in accordance with SEBI Regulations is available for inspection of the Shareholders.

The Resolution set out in the Notice are recommended for the approval of the Shareholders.

None of the Directors/Key Managerial Personnel is interested/concerned in the Resolution except to the extent of their shareholding and any Shares/Warrants which may be allotted to them in the Company.

The Board of Directors recommends this Special Resolution for your approval.

Item No 4:**Issue of Warrants to Promoters on Preferential Basis:**

Your Company has been growing steadily and achieved a consolidated turnover Rs. 241.92 Crores during the financial year 2015-16. Your Company has carefully worked out the need for expansion of the Company organically and in organically and after discussions and careful study, your Board has proposed to issue 53,00,000 (Fifty Lakhs) Warrants to Promoters as follows:

Your approvals are sought in terms of Section 62 of the Companies Act, 2013 for the Resolution no. 4.

None of the Directors/Key Managerial Personnel is interested/concerned in the Resolutions except to the extent of their shareholding and any Shares/Warrants which may be allotted to them in the Company.

The Board of Directors recommends this Special Resolutions for your approval.

Objects of the Issue:

To part fund the expansion and diversification/modernization, new initiatives on expansion and to augment the working capital needs.

Intention of Promoters/Directors/Key management personnel to subscribe to the offer:

Shareholding pattern before and after the proposed preferential issue and based on the Shareholding pattern as on 24th March, 2017 is as under:

Category Code	CATEGORY OF SHAREHOLDER	Pre issue capital		Post issue capital	
		NUMBER OF SHARES	%	NUMBER OF SHARES	%
(A)	PROMOTERS HOLDING				
(1)	INDIAN				
	(a) Individual	7283219	6.71	12583219	10.01
	(b) Bodies Corporate	0	0.00	0	0.00
	Sub-Total	7283219	6.71	12583219	10.01
(2)	Foreign Promoters	0	0.00	0	0.00
	Sub-Total (A)	7283219	6.71	12583219	10.01
(B)	NON - PROMOTERS HOLDING				
(1)	Institutional Investors	835941	0.77	835941	0.67
(2)	Non-Institution:				
	(a) Private Corporate Bodies	38444930	35.44	38444930	30.59
	(b) Foreign Corporate Bodies	24907520	22.96	24907520	19.82
	(c) Directors and Relatives				
	(d) Indian Public	35573909	32.79	35573909	28.30
	Strategic Investors				
	Others (Including NRI's)	1440963	1.33	1440963	1.15
	Sub-Total (B)	101203263	93.29	113103263	89.99
	Grand Total (A+B) :	108486482	100.00	125686482	100.00

The above shareholding pattern has been arrived on the assumption that the entire 5300000 Warrants proposed to be issued would be converted into Equity Shares.

Proposed time limit within which the allotment shall be completed.

Within 15 days from the date of passing of this Resolution or within 15 days from the date of receipt of approvals by any regulatory authority or Central Government, whichever is later, as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

The identity of the proposed allottee/s and the percentage of post preferential issue capital that may be held by the allottee/s would be as follows:

A. Promoters - Warrants:

Sl. No.	Name of the Allottees	Category	Pre Issue Holdings	% of Total Equity	Post Issue Holdings	% of Total Equity
1.	Mr. Phalantra Vishwamurthy	Promoter	998130	0.92	2998130	2.39
2.	Mr. Venkatraman Ranganathan	Promoter	2685666	2.48	3385666	2.69
3.	Mr. Phalantra Bharath	Promoter	1010702	0.93	3010702	2.40
4.	Mr. Shridhar S. Hegde	Promoter	2578721	2.28	3178721	2.53

The above shareholding has been arrived on the assumption that the entire 5300000 Warrants proposed to be issued would be converted into Equity Shares.

Issue Price:

The issue price of Rs. 40/- (Rupees Forty only) (including the premium of Rs. 30/- (Rupees Thirty only) per Equity Share) is in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, and for the purpose of the above guidelines, the Relevant Date is 29th March, 2017.

Re-computation of Price:

The Company shall re-compute the price of the securities in terms of provisions of the SEBI (ICDR) Regulations, where it is required to do so and the amount payable on account of the re-computation of price if not paid within the time stipulated in the SEBI (ICDR) Regulations, the securities shall continue to be locked-in till the time such amount is paid by the allottee.

Auditor's Certificate:

A copy of the Certificate of the Statutory Auditors of the Company certifying the adherence to SEBI Guidelines for preferential issues, under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the proposed issue is open for inspection at the Registered Office of the Company till the date of announcement of the results.

The shares shall be locked-in for such period as prescribed by SEBI Guidelines.

As per SEBI (ICDR) Regulations, 2009, the Shares allotted to the strategic investors will be subjected to a lock-in-period for 1 year from the date of their allotment or from such other date as may be prescribed by SEBI.

As per SEBI (ICDR) Regulations, 2009, the Shares allotted to the investors Under 'Promoters category' after the conversion of warrants will be subjected to a lock-in period for 3 years from the date of their allotment or from such other date as may be prescribed by SEBI.

By Order of the Board

Place : Bangalore

Date : 31st March, 2017

Shridhar S Hegde

Whole Time Director

DIN : 01247342

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L85110KA1993PLC015091

Name of the Company: Cerebra Integrated Technologies Limited

Registered office: S5, off 3rd Cross, Peenya Industrial Area

Peenya 1st Stage, Bangalore - 560 058

Name of the member (s):

Registered address :

E-mail Id:

Folio No / Client Id:

DP ID :

I/We, being the member (s) of Shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra Ordinary General Meeting of the Company, to be held at 10.30 AM on Friday, 28th April, 2017 at the Registered Office at S5, off 3rd Cross, Peenya Industrial Area, Peenya 1st Stage, Bangalore - 560 058 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Special Business:

1. To Increase the Authorised Capital of the Company.
2. To alter the Memorandum of Association of the Company.
3. Further Issue Shares on Preferential Basis.
4. Issue of Warrants to Promoters on Preferential Basis.

Signed this..... day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix
Revenue
Stamp

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING ON 28th APRIL, 2017 AT 10.30 AM

(Please complete this attendance slip and hand it over at the entrance of the Meeting Hall)

I hereby record my presence at an Extra Ordinary General Meeting of the Company on 28th April, 2017, at the Registered Office at S5, off 3rd Cross, Peenya Industrial Area, Peenya 1st Stage, Bangalore - 560 058

Folio No. / DP ID-Client ID:

Full Name of the Shareholder in Block Letters:

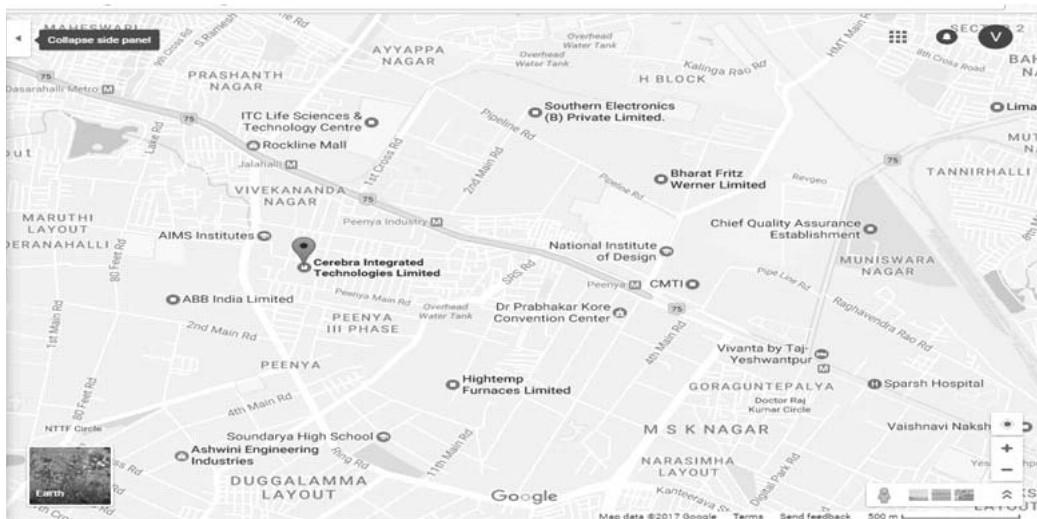
No. of Shares held:

Name of Proxy (if any) in Block Letters:

Signature of the Shareholder/Proxy/Representative

* Strike out whichever is not applicable.

ROUTE MAP for the Venue of Meeting:



Route Map Link

<https://www.google.co.in/maps/place/Cerebra+Integrated+Technologies+Limited/@13.0338544,77.5201989,15z/data=!m5!3m4!1s0x0:0x7fa21f368d1ffb59!8m2!3d13.0338544!4d77.5201989>

If undelivered please return to:

CEREBRA INTEGRATED TECHNOLOGIES LIMITED

Regd. Off.: # S-5, off 3rd Cross, I Stage,
Peenya Industrial Area, Bangalore - 560 058